

Notice of Annual General Meeting

netwealth Group Limited

ABN 84 620 145 404

Registered office:

Level 8/52 Collins Street
Melbourne VIC 3000

+ 61 3 9655 1300

shareholder@netwealth.com.au

Chairman's Letter

11 October 2018

Dear Shareholder

I am pleased to invite you to the Netwealth Group Limited (**Netwealth**) inaugural Annual General Meeting, which will be held at the offices of Netwealth, Level 8, 52 Collins Street, Melbourne VIC 3000 on Wednesday, 14 November 2018 at 3:00 pm (the **Meeting**).

This document contains details on the items of business to be considered at the Meeting, as well as explanatory notes on the resolutions being put forward for you to consider and vote upon. There is also some information on the voting procedures for this Meeting.

The business of the Meeting includes a proposal for the re-election of myself as a Director. In accordance with the ASX Listing Rules and the Company's Constitution, I am retiring and will stand for re-election at the AGM.

At the Meeting, you will also have the opportunity to vote on the adoption of the Remuneration Report and the appointment of the Auditor, as well as to ask questions of the Board and the Auditor.

If you are unable to attend the Meeting, you may either lodge a direct vote or appoint a proxy to vote on your behalf at the Meeting. You can do this:

- online, using the website of Netwealth's share registry, www.linkmarketservices.com.au; or
- by completing and lodging the enclosed Voting Form in accordance with the instructions on the form.

Voting Forms (including Voting Forms lodged online) must be received by 3:00pm (Melbourne time) on Monday 12 November 2018 to be valid for the Meeting.

If you plan to attend the Meeting, please bring the enclosed Voting Form with you. The Voting Form sets out your registration details and will make registration easier on your arrival.

The Netwealth Group's 2018 Annual Report can be accessed online at <https://www.netwealth.com.au/web/about-netwealth/shareholders/>

I and my fellow Directors as well as senior management look forward to meeting you on 14 November.

Yours sincerely

Jane Tongs
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**Meeting**) of Netwealth Group Limited ABN 84 620 145 404 (**Company** or **Netwealth**) will be held at the offices of Netwealth Group Limited, Level 8, 52 Collins Street, Melbourne Vic 3000 on Wednesday, 14 November 2018 at 3:00 pm (Melbourne time).

Business of Meeting

1 Annual Financial Report and Directors' and Auditor's Reports

To consider the Company's Financial Report, Directors' Report and Auditor's Reports for the financial year ended 30 June 2018.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

2 Adoption of the Remuneration Report

That the Remuneration Report for the year ended 30 June 2018 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting restriction applies to this resolution (see the Explanatory Notes for further details).

3 Re-election of Director

That Jane Tongs be re-elected as a director of the Company.

4 Appointment of Auditor

That Deloitte Touche Tohmatsu, having been duly nominated by a member of the Company and having consented in writing to act, be appointed as auditor of the Company.

The 'Further Information' relating to voting and the Explanatory Notes form part of this Notice of Meeting.

Date: 11 October 2018

BY ORDER OF THE BOARD

Grant Boyle
Company Secretary

Further information

Right to vote

You will be eligible to attend and vote at the Meeting if you are registered as a holder of shares in the Company at 7:00pm (Melbourne time) on Monday 12 November.

A member can vote on the resolutions by:

- a. attending the Meeting and voting in person;
- b. casting a direct vote online;
- c. lodging the Voting Form to cast a direct vote or appoint a proxy;
- d. attorney; or
- e. corporate representative (if you are a corporate shareholder).

Voting online

We encourage you to lodge your vote online at www.linkmarketservices.com.au. To log in you will need your holder number and the postcode for your shareholding. These can be found on the top right hand corner of your Voting Form.

Voting at the Meeting – using the LinkVote App

Members attending the Meeting in person can download the LinkVote App from the Apple App Stores or Google Play if they would like to lodge their vote during the Meeting using their mobile phone or tablet device.

There will be share registry and Netwealth staff available at the meeting to assist members with any questions they may have on how to use the app. Paper voting cards will continue to be available at the Meeting for members who prefer not to use the app.

Voting Form

Enclosed with this Notice of Meeting is a personalised Voting Form. The Voting Form allows members who are not attending the Meeting to either lodge their vote directly, or appoint a proxy to vote on their behalf.

Direct voting

By completing Section [A] of the Voting Form, you are voting your shares directly and you are not appointing a third party, such as a proxy, to act on your behalf. Members should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly, as it will result in an invalid vote.

If a Voting Form is submitted and no direction are given on an item, or if Section [A] and Section [B] are both completed on the Voting Form, your vote may be passed to the Chairperson of the Meeting as your proxy.

Appointing a proxy

A member entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the member. The person appointed as proxy may, but does not need to be, a member of the Company. To appoint your proxy, you should complete Section [B] of the Voting Form.

If you are is entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy in appointed to exercise. If you appoint two proxies, each

will require a separate Voting Form. If you require a second Voting Form please contact the share registry on 1300 554 474. If you appoint two proxies and the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the votes.

If you complete and submit your Voting Form and do not indicate the name of your proxy on the Voting Form or the person named does not attend the Meeting or attends but does not vote on the resolution as directed, the Chairperson of the Meeting will be taken to be your proxy by default and must be vote in accordance with your directions.

You should complete your voting directions to your proxy by selecting 'for' or 'against' each item on the Voting Form. If you do not instruct your proxy on how to vote, the proxy may, subject to the voting restrictions outlined below, vote as he or she sees fit at the Meeting. Unless the Chairman of the meeting is your proxy, members of the Company's key management personnel (which includes each of the Directors) will not be able to vote as proxy on item 2, unless you direct them how to vote.

Please refer to the enclosed Voting Form for instructions on completion and lodgement. In order for the appointment of a proxy to be valid, the Voting Form must be received by the Company at least 48 hours before the time for holding the Meeting (i.e. by **3:00pm on Monday 12 November 2018**). Voting Forms received after this time will be invalid.

Where the Voting Form is executed under a power of attorney, the original or an attested copy of the power of attorney or other authority (if any) under which it is signed must also be lodged with the Company at least 48 hours before the time for holding the Meeting.

How the Chairperson intends to vote undirected proxies

If you nominate the Chairperson of the Meeting as your proxy (or the Chairperson becomes your proxy by default), then by completing and submitting the Voting Form without any voting directions, you are expressly authorising the Chairperson of the Meeting to exercise your proxy as he or she sees fit, including on resolutions relating to remuneration. The Chairperson intends to vote all available proxies on, and in favour of, all of the proposed resolutions.

Voting restrictions

Certain voting restrictions apply in relation to item 2 (Adoption of Remuneration Report) Please refer to the Explanatory Notes for details of the voting restrictions.

Corporate representative

A member that is a body corporate, or a body corporate which has been appointed as a proxy, may appoint an individual to act as its representative and to vote in person at the Meeting in accordance with the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company or the Company's share registry. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

Attorney

A member entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may, but need not be, a member of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company at least 48 hours before the Meeting in the manner specified below.

Lodgement of Voting Forms, powers of attorney and authorities

The appointment of a proxy or attorney for the Meeting is not effective unless the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company at least 48 hours before the Meeting, being **3:00pm on Monday 12 November 2018**. Any instruments (including Voting Forms) received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

In person	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138
By Mail	Netwealth Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
BY Facsimile	+61 2 9287 0309
Online	at www.linkmarketservices.com.au using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, members will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).

Explanatory Notes

1 Annual Financial Report and Directors' and Auditor's Reports

The Financial Report, Directors' Report and Auditor's Report for the Company in relation to the year ended 30 June 2018 will be laid before the Meeting. There is no requirement for members to approve these reports. However, the Chairperson will allow a reasonable opportunity for members as a whole to ask questions about, or make comments on, the management of the Company.

Members will also be given a reasonable opportunity to ask the Company's Auditor questions relevant to the conduct of the audit and the content of the Auditor's Report.

Members can access a copy of the Annual Report on the Company's website:

<https://www.netwealth.com.au/web/about-netwealth/shareholders/>

2 Adoption of the Remuneration Report

The Remuneration Report explains the Company's remuneration policy for directors, joint managing directors and other key management personnel. The Remuneration Report is included at pages 30 to 39 in the Company's Annual Report for the year ended 30 June 2018.

Recommendation

The Board unanimously recommends that members vote in favour of the adoption of the Remuneration Report.

Voting restriction

A voting restriction applies to item 2. The Company will disregard any votes cast on the resolution in item 2:

- by or on behalf of a person who is a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 30 June 2018 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the key management personnel on the date of the meeting and their closely related parties.

However, the Company will not disregard a vote if it is cast as proxy on behalf of a person who is entitled to vote on the resolution in item 2:

- in accordance with the directions on the Voting Form; or
- by the person chairing the Meeting, provided that the proxy appointment expressly authorises the Chairperson to exercise the proxy even though the resolution in item 2 is connected with the remuneration of a member of the Company's KMP. The Voting Form accompanying this Notice of Meeting includes this authorisation to enable the chair of the Meeting to cast undirected proxies.

3 Re-election of Director

Jane Tongs

Jane Tongs, who retires in accordance with the ASX Listing Rules and the Company's Constitution and being eligible, offers herself for re-election by members.

Jane has served as the independent Chairman of Netwealth (and its related entities) since April 2000. Jane is a member of the Company Audit Committee, Compliance and Risk Management Committee, Remuneration Committee and is Chair of the Nomination Committee.

Prior to 2000, Jane was a partner at PricewaterhouseCoopers, specialising in the financial services sector. She has experience with insurance, funds management and superannuation entities.

Jane has over 20 years' experience as non-executive director and superannuation fund trustee and is currently a director of Cromwell Property Group, Warakirri Group, CCI Insurance Ltd and Brighton Grammar.

Jane holds a Bachelor of Business and a Master of Business Administration. Jane is a Fellow of the Institute of Chartered Accountants and a member of the Institute of Company Directors.

The Board considers Jane Tongs to be independent.

Recommendation

The directors, with Jane Tongs abstaining, recommend that members vote in favour of the re-election of Jane Tongs.

The Chairperson of the Meeting intends to vote all available proxies in favour of the re-election of Jane Tongs.

4 Appointment of Auditor

Deloitte Touche Tohmatsu (**Deloitte**) was appointed as the auditor of the Company by the Board on 1 July 2017.

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an auditor at its first Annual General Meeting. Accordingly, the Company is seeking member approval of the appointment of Deloitte as the Company's auditor.

Deloitte has been duly nominated for appointment as the Company's auditor by a member of the Company, as required by section 328B of the Corporations Act. A copy of the member's written notice of nomination is set out below.

The Directors
Netwealth Group Limited
Level 8, 52 Collins Street
MELBOURNE VIC 3000


5 October 2018

Dear Sirs/Madams

Nomination of Deloitte Touche Tohmatsu as auditor of the company

I, Grant Boyle, a member of Netwealth Group Limited (ABN: 84 620 145 404) (the **Company**), pursuant to section 328B of the Corporations Act 2001, hereby nominate Deloitte Touche Tohmatsu to be appointed as auditor of the Company on and from the date of the annual general meeting to be held on Wednesday, 14 November 2018, or any adjournment or postponement of that meeting.

Yours sincerely



Grant Boyle
Member of Netwealth Group Limited

Recommendation

The Board recommends that members vote in favour of the appointment of Deloitte as the Auditor of the Company.

The Chairperson of the Meeting intends to vote all available proxies in favour of the appointment of Deloitte Touche Tohmatsu as Auditor.

Contact Netwealth for more
information about this or other
Netwealth products

Freecall 1800 888 223

Email contact@netwealth.com.au

Web www.netwealth.com.au



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL

Netwealth Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

VOTING FORM

I/We being a member(s) of Netwealth Group Limited and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A
VOTE DIRECTLY
☐

elect to lodge my/our
vote(s) directly (mark box)


in relation to the Annual General Meeting of the Company to be held at **3:00pm (Melbourne time) on Wednesday, 14 November 2018**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR
B
APPOINT A PROXY
☐

the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (Melbourne time) on Wednesday, 14 November 2018 at the offices of Netwealth, Level 8, 52 Collins Street, Melbourne VIC 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒
Resolutions
For Against Abstain*

2 Adoption of the Remuneration Report

☐ ☐ ☐

3 Re-election of Jane Tongs as a Director

☐ ☐ ☐

4 Appointment of Auditor

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (Melbourne time) on Monday, 12 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MAIL

Netwealth Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**